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INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-09-1117-2642
ELECTIONS: V-535942
(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

FINDINGS AND ORDER


1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992 at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirements of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on November 29, 2011, and recorded as Instrument No. 201103367 in the Office of the Clerk of the Circuit Court for Wise County, Virginia on December 16, 2011, (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 *et seq.*, Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Range Resources-Pine Mountain, Inc., (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;

- (b) The Designated Operator filed its affidavit of mailing dated March 8, 2012, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interests, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated March 8, 2012, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election(s) made, if any; and (iii) whether, by reason of failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, P.O. Box 3860, Kingsport, TN 37664; Tel: (423) 246-3700; Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated July 18, 2006. The Affidavit of Elections indicates that the escrow of funds **is not** required with regard to V-535942.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at Paragraph 2 above, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this

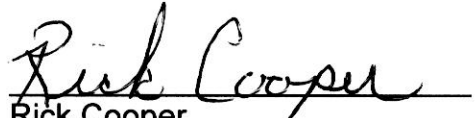
Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of receipt of this Supplemental Order to each Respondent whose address is known.

5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED**.
6. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 17 day of April, 2012,
by a majority of the Virginia Gas and Oil Board.

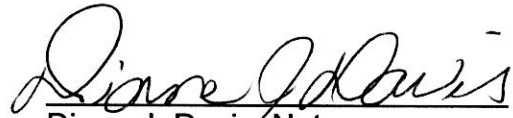

Chairman, Bradley C. Lambert

DONE AND PERFORMED this 17th day of April, 2012,
by the Order of this Board.

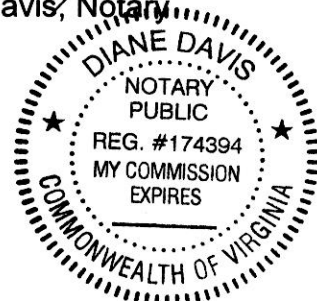

Rick Cooper
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 17th day of April, 2012,
personally before me a notary public in and for the Commonwealth of Virginia,
appeared Bradley C. Lambert, being duly sworn did depose and say that he is
Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being
duly sworn did depose and say that he is Principal Executive to the Staff of the
Virginia Gas and Oil Board, that they executed the same and were authorized to
do so.


Diane J. Davis, Notary
174394

My commission expires: 9/30/13



VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Range Resources-Pine Mountain, Inc, for the Forced Pooling of Interests in V-535942, Docket No. VGOB-09-1117-2642 in the Roberson District, Pound Quadrangle, Wise County, Virginia.

AFFIDAVIT OF MCKINNIS & SCOTT, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on November 29, 2011, by the Virginia Gas and Oil Board regarding the captioned conventional gas unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That as a result of the fact that the party respondent was not locatable, the affiant was unable to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made

with regard to Subject Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

NONE

6. That the interest and/or claims of the following persons or entities (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, as unknown or unlocatable:

None

7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

None

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

None

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated November 29, 2011:

See Exhibit B-3


10. The Designated Operator requests that the following persons be dismissed as Respondents:

NONE


That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental

order sets forth that the services of the Escrow Agent **is not** required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

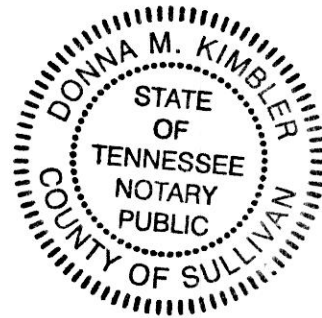
Dated at Kingsport, Tennessee, this 8th day of March, 2012.


Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for Range Resources-Pine Mountain, Inc., a corporation, on behalf of the corporation, this 8th day of March, 2012.


Notary Public

My commission expires: 11-20-2013



BEFORE THE VIRGINIA GAS AND OIL BOARD**IN RE:**

**Application of Range Resources-Pine Mountain, Inc.
for Establishment of Unit and Pooling of Interests in Well No. V-535942
Docket No. VGOB-09-1117-2642
Roberson District, Pound Quadrangle,
Dickenson County, Virginia**

AFFIDAVIT OF MAILING

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is a member of the law firm of MCKINNIS & SCOTT, the Agent for Range Resources-Pine Mountain, Inc., with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660; that your affiant, as one of his duties, is required to mail notices to persons required to be notified of hearings before and of decisions made by the Virginia Oil and Gas Board (hereinafter the "Board");

2. That Paragraph eighteen (18) of a Board Order made in the above-captioned matter effective as of the 29th day of November, 2011, and recorded in the Clerk's Office of the Circuit Court of Wise County, Virginia, on the 16th day of December, 2011 as Instrument No. 201103367, directed Range Resources-Pine Mountain, Inc., or its Attorney to cause a copy of said Order as entered by the Board to be mailed to the last known address of each Respondent listed in Exhibit B-3 of the said Order within seven (7) days of receipt by the Unit Operator;

3. That your affiant mailed copies of the Order referred to in Paragraph "2" above on January 11, 2012 in compliance with the Board's order; that annexed hereto and incorporated herein by reference are copies of proofs of mailing showing the parties to whom the copies were mailed and the date of mailing;

4. That Paragraph eight (8) of the Board's Order required that each owner to whom a copy of the Board's Order was mailed as described above deliver a written election to Range Resources-Pine Mountain, Inc. within thirty (30) days of the date on which copies of the Order were mailed by MCKINNIS & SCOTT, Agent for Range Resources-Pine Mountain, Inc.;

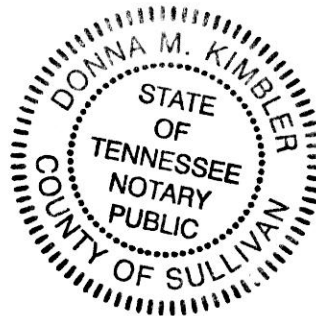
Dated at Kingsport, Tennessee, this 8th day of March, 2012.

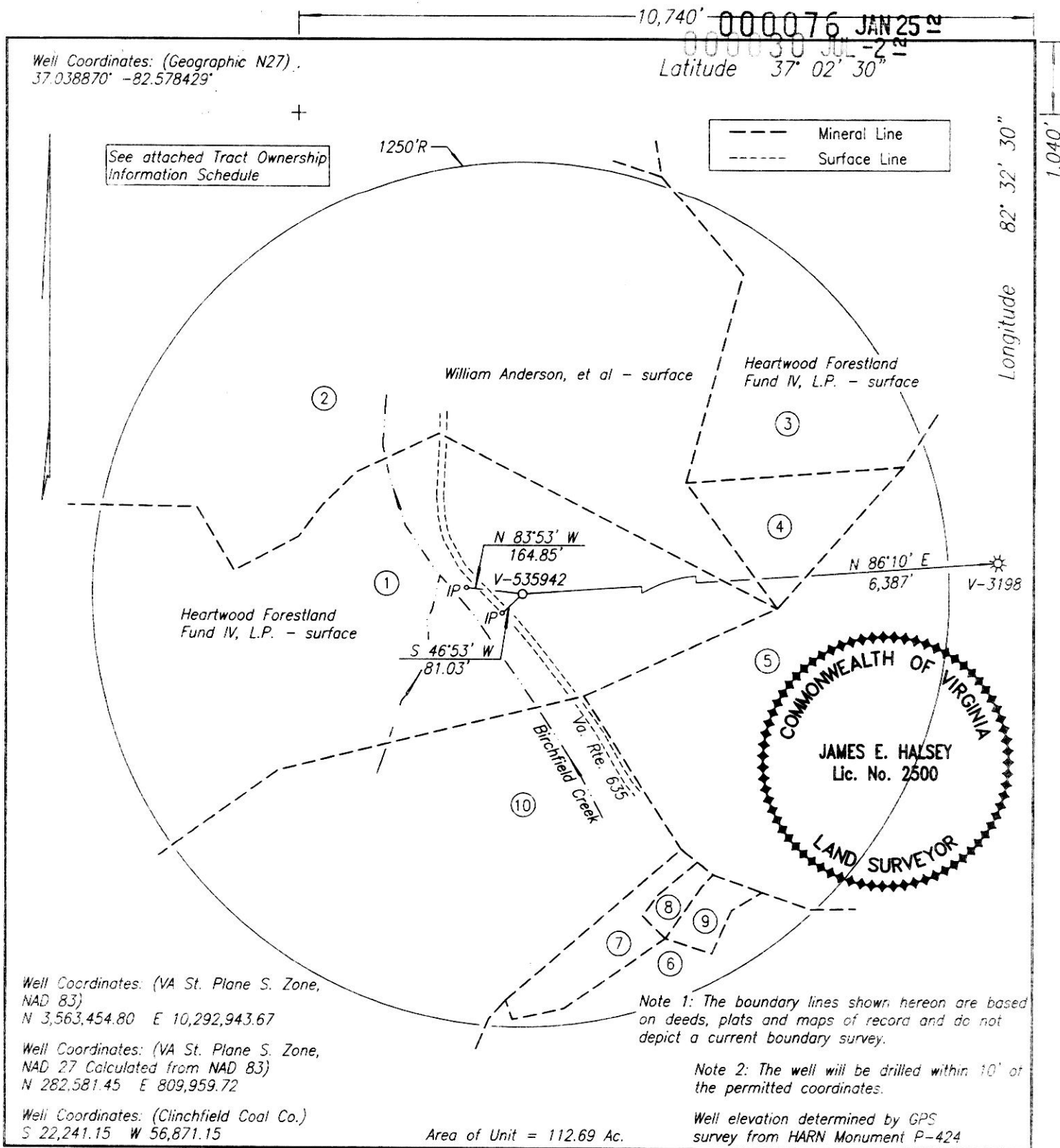
Timothy E. Scott
Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for Range Resources-Pine Mountain, Inc., a corporation, on behalf of the corporation, this 8th day of March, 2012.

Donna M. Kimbler
Notary Public

My commission expires: 11-20-2013





WELL LOCATION PLAT

COMPANY Range Resources-Pine Mountain, Inc. WELL NAME AND NUMBER V-535942
TRACT NO. Lease No. 906889 / T-971 ELEVATION 1,832.55 QUADRANGLE Pound
COUNTY Wise DISTRICT Roberson SCALE 1" = 400' DATE 10-15-2009

This Plat is a new plat x; an updated plat ; or a final location plat

+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

James E. Halsey
Licensed Professional Engineer or Licensed Land Surveyor

TRACT OWNERSHIP INFORMATION SCHEDULE

10/13/2009

- 1 . Lease No. 906889 / T-971
J.A. Mann
119.37 Acres
ACIN LLC - coal
Heartwood Forestland Fund IV, L.P. - surface
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 27.95 Ac. 24.80%
- 2 . Lease No. 906889 / T-1007
William Mullins
160 Acres
William Anderson, et al - surface
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 33.35 Ac. 29.59%
- 3 . Lease No. 906889 / T-1001
James McPeak
170 Acres
Heartwood Forestland Fund IV, L.P. - surface
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 7.20 Ac. 6.39%
- 4 . Lease No. 904576 / WI-267
E. M. Fulton
3.2 Acres
ACIN LLC - surface, oil & gas
Gas. 2.77 Ac. 2.46%
- 5 . Lease No. 906889 / T2-89
E. M. Fulton
166.82 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 16.88 Ac. 14.98%
- 6 . Lease No. 904576 / WI-22
Sarah Perry
38.48 Acres
ACIN LLC - surface, oil & gas
Gas. 2.31 Ac. 2.05%
- 7 . Lease No.
Larry Carson Boggs - oil & gas
Acres
Gas. 1.76 Ac. 1.56%
- 8 . Lease No.
Larry Carson Boggs - oil & gas
2.04 Acres
Gas. 0.41 Ac. 0.37%
- 9 . Lease No.
Eddie Jason Dickenson - oil & gas
0.48 Acres
Gas. 0.65 Ac. 0.58%
- 10 . Lease No. 906889 / T-966
E. M. Fulton
178.94 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 19.41 Ac. 17.22%

Exhibit "B"
V-535942

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
	<i>minerals only</i>	Gas Estate Only		
1	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	24.80000000	27.95000000
2	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	29.59000000	33.35000000
3	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	6.39000000	7.20000000
4	ACIN LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705-3247	Leased	2.46000000	2.77000000
5	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	14.98000000	16.88000000

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6	ACIN LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705-3247	Leased	2.05000000	2.31000000
7	Larry Carson Boggs 8201 Birchfield Rd. Wise, VA 24293	Unleased	1.56000000	1.76000000
8	Larry Carson Boggs 8201 Birchfield Rd. Wise, VA 24293	Unleased	0.37000000	0.41000000
9	Eddie Jason Dickenson 1122 Kentucky Ave. Norton, VA 24273	Unleased	0.58000000	0.65000000
10	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	17.22000000	19.41000000
TOTAL GAS ESTATE			100.00000000	112.69000000
Percentage of Unit Leased			97.49000000	/
Percentage of Unit Unleased			2.51000000	
Acreage in Unit Leased				109.87000000
Acreage in Unit Unleased				2.82000000

**Exhibit "B-3" - Unleased Owners
V-535942**

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Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
7	Larry Carson Boggs 8201 Birchfield Rd. Wise, VA 24293	Unleased	1.56000000	1.76000000
8	Larry Carson Boggs 8201 Birchfield Rd. Wise, VA 24293	Unleased	0.37000000	0.41000000
9	Eddie Jason Dickenson 1122 Kentucky Ave. Norton, VA 24273	Unleased	0.58000000	0.65000000
TOTAL GAS ESTATE <i>minerals only</i>			2.51000000	2.82000000

INSTRUMENT #201201860
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
JULY 2, 2012 AT 02:12PM

J. JACK KENNEDY, JR., CLERK
RECORDED BY: ADH

INSTRUMENT #201200234
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
JANUARY 25, 2012 AT 10:15AM

J. JACK KENNEDY, JR., CLERK
RECORDED BY: ADH